

Message

**From:** Anthony Rao [arao@raogc.com]  
**Sent:** 1/28/2022 7:03:13 PM  
**To:** steven@stevenslaw.com  
**CC:** James Goodman [james.goodman@genesisnet.com]  
**Subject:** Re: Goodman - Preferred share purchase  
**Attachments:** Goodman - Seventh A and R Shareholders Agmt (06.01.20).pdf; GNET - Joinder to Seventh A&R Shareholder's Agreement, 4849-8125-1530\_3.docx; GNET Transfer Packet - Executed011520.pdf; GNET\_ Summary of Stock Transfer Procedures [Final as of May 31, 2017]\_16....pdf; Medallion Guarantee Waiver GNE LLC.pdf; Medallion Guarantee Waiver People NQ .pdf; Medallion Guarantee Waiver JJC & People .pdf; Medallion Guarantee Waiver GDMN 2.pdf

Please see the attached (7<sup>th</sup> SHA, Joinder, Summary of Transfer Procedure, sample share transfer).

I also sent James Medallion Waivers for entities owning Goodman shares for AST. They also are attached. James please advise if you are good with the medallion waivers.

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**From:** "steven@stevenslaw.com" <steven@stevenslaw.com>  
**Date:** Wednesday, January 26, 2022 at 6:17 PM  
**To:** Anthony Rao <arao@raogc.com>  
**Subject:** RE: Goodman - Preferred share purchase

Got it. Can James provide the shareholder agreement so we can fill in the fields in this AST form?

**Steven Zakharyayev, Esq.**

**Law Offices of Steven Zakharyayev**  
10 West 37<sup>th</sup> St, #602, New York, NY 10018  
T 954-604-4222  
E [Steven@StevenZLaw.com](mailto:Steven@StevenZLaw.com)

**New York • New Jersey • Florida**

**From:** Anthony Rao <arao@raogc.com>  
**Sent:** Wednesday, January 26, 2022 5:50 PM  
**To:** steven@stevenslaw.com  
**Subject:** Re: Goodman - Preferred share purchase

I don't have any access to anything James owns. I was the GC at Goodman Networks but left in August. I know his ownership amounts listed on the last Cap Table I have, but I have no other documentation. I don't understand what preferred templates means as all stock purchases went through AST with a signature on a shareholder agreement joinder. I can send you a sample. Going through AST should be very simple.

Anthony Rao

On Jan 26, 2022, at 5:27 PM, [steven@stevenslaw.com](mailto:steven@stevenslaw.com) wrote:

If you have preferred templates, I can work off of those documents. Also, can you send the underlying documents that show Mr. Goodman's interest/ownership in the preferred shares.

**Trustee's  
J**

APP0089

**Steven Zakharyayev, Esq.**

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10 West 37<sup>th</sup> St, #602, New York, NY 10018  
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**From:** Anthony Rao <[arao@raogc.com](mailto:arao@raogc.com)>  
**Sent:** Wednesday, January 26, 2022 5:06 PM  
**To:** [steven@stevenzlaw.com](mailto:steven@stevenzlaw.com)  
**Cc:** james.goodman <[james.goodman@genesisnet.com](mailto:james.goodman@genesisnet.com)>; Cathy Kincy <[cathy.kincy@genesisnet.com](mailto:cathy.kincy@genesisnet.com)>  
**Subject:** Re: Goodman - Preferred share purchase

Hello Steven.

Al prior pref transactions have been through AST using its documentation. What can I help you with at this stage?

Anthony Rao

On Jan 26, 2022, at 4:49 PM, [steven@stevenzlaw.com](mailto:steven@stevenzlaw.com) wrote:

Thanks James.

Hi Tony,

Call me when you can. You can reach me direct at 954-604-4222.

**Steven Zakharyayev, Esq.**

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**From:** james.goodman <[james.goodman@genesisnet.com](mailto:james.goodman@genesisnet.com)>  
**Sent:** Wednesday, January 26, 2022 4:40 PM  
**To:** [steven@stevenzlaw.com](mailto:steven@stevenzlaw.com)  
**Cc:** james.goodman <[james.goodman@genesisnet.com](mailto:james.goodman@genesisnet.com)>; Cathy Kincy <[cathy.kincy@genesisnet.com](mailto:cathy.kincy@genesisnet.com)>; Anthony Rao <[arao@raogc.com](mailto:arao@raogc.com)>  
**Subject:** Re: Goodman - Preferred share purchase

Steve,

I'm spending allot of time explaining things to my lawyers and slowing this down, sorry. To help me get this done I have asked Tony Rao to help me since he is familiar with the bonds and can expedite this process

James

APP0090

On Jan 26, 2022, at 9:47 AM, [steven@stevenzlaw.com](mailto:steven@stevenzlaw.com) wrote:

Hi James,

Sounds good. Please send over the proposed agreements when you can.

Thanks,

**Steven Zakharyayev, Esq.**

**Law Offices of Steven Zakharyayev**  
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**From:** james.goodman <[james.goodman@genesisset.com](mailto:james.goodman@genesisset.com)>  
**Sent:** Tuesday, January 25, 2022 7:42 PM  
**To:** [steven@stevenzlaw.com](mailto:steven@stevenzlaw.com); 'Cramer, Jason' <[jcramer@winstead.com](mailto:jcramer@winstead.com)>  
**Cc:** Cathy Kincy <[cathy.kincy@genesisset.com](mailto:cathy.kincy@genesisset.com)>  
**Subject:** Re: Goodman - Preferred share purchase

Steven,

I have a agreement we can send you.

James Goodman

**From:** [steven@stevenzlaw.com](mailto:steven@stevenzlaw.com) <[steven@stevenzlaw.com](mailto:steven@stevenzlaw.com)>  
**Sent:** Monday, January 24, 2022 12:49:13 PM  
**To:** 'Cramer, Jason' <[jcramer@winstead.com](mailto:jcramer@winstead.com)>  
**Cc:** james.goodman <[james.goodman@genesisset.com](mailto:james.goodman@genesisset.com)>  
**Subject:** RE: Goodman - Preferred share purchase

Hi Jason,

Let me know if you have the underlying documents for Mr. Goodman's shares. I can draft up the transfer documents or if you have a preferred template, I can work from that.

Thanks,

**Steven Zakharyayev, Esq.**

**Law Offices of Steven Zakharyayev**  
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**From:** [steven@stevenzlaw.com](mailto:steven@stevenzlaw.com) <[steven@stevenzlaw.com](mailto:steven@stevenzlaw.com)>  
**Sent:** Friday, January 21, 2022 4:26 PM  
**To:** 'james.goodman' <[james.goodman@genesisset.com](mailto:james.goodman@genesisset.com)>  
**Cc:** 'Cramer, Jason' <[jcramer@winstead.com](mailto:jcramer@winstead.com)>  
**Subject:** RE: Goodman - Preferred share purchase

Hi Jason,

Nice to meet you. My contact info is below.

**Steven Zakharyayev, Esq.**

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10 West 37<sup>th</sup> St, #602, New York, NY 10018  
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**From:** james.goodman <[james.goodman@genesisset.com](mailto:james.goodman@genesisset.com)>  
**Sent:** Friday, January 21, 2022 3:59 PM  
**To:** [steven@stevenzlaw.com](mailto:steven@stevenzlaw.com)  
**Cc:** Cramer, Jason <[jcramer@winstead.com](mailto:jcramer@winstead.com)>  
**Subject:** Re: Goodman - Preferred share purchase

Steven,

Thanks for reaching out, I have copied Jason with Winstead to help me with this.

James Goodman

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**From:** [steven@stevenzlaw.com](mailto:steven@stevenzlaw.com) <[steven@stevenzlaw.com](mailto:steven@stevenzlaw.com)>  
**Sent:** Friday, January 21, 2022 10:54 AM  
**To:** james.goodman  
**Subject:** Goodman - Preferred share purchase

Mr. Goodman,

I represent the purchaser for the preferred shares. Do you have a shareholder agreement for the shares?

**Steven Zakharyayev, Esq.**

**Law Offices of Steven Zakharyayev**  
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